

AGENDA ITEM

NOVEMBER 10 – Board of Trustees – August 9, 2017 Open Minutes

Board of Trustees Meeting
Wednesday, August 9, 2017
Open Minutes
State Bar of California
Conference Call
180 Howard St., 8th Floor, Room 8B, San Francisco, CA 94105
845 S. Figueroa St., 2nd Floor, Room 2A, Los Angeles, CA 90017

The Board of Trustees of The State Bar of California convened in open session at 1:07 p.m. at the State Bar of California, 845 S. Figueroa Street, Room 2A, 2nd Floor, Los Angeles; 180 Howard St., 8th Floor, Room 8B, San Francisco; and by conference call on Wednesday, August 9, 2017, James Fox presiding.

The following members of the Board of Trustees were present: Janet Brewer, Mark Broughton, Michael Colantuono, Terrance Flanigan, Renée LaBran, Sean M. SeLegue, Stacie Spector, Brandon Stallings, Alan Steinbrecher and Todd Stevens.

The following members of the Board of Trustees were not present: Jason Lee, Joanna Mendoza, Danette Meyers and Richard Ramirez.

The following members of staff were present: Sarah Cohen, Francisco Gomez, Vanessa Holton, Elizabeth Parker and Leah Wilson.

The roll-call vote was taken.

Mr. Fox called for public comment, inquiring as to whether there were persons in attendance who wished to comment on a particular item on the agenda.

There was no public comment.

700 Miscellaneous

701 Board Committee Structure and Charters Recommendations - Proposed Amendments to Tab 2.6

On May 15, 2017, the 2017 Governance in the Public Interest Task Force (Task Force) filed its third triennial report pursuant to statute. The 2017 Task Force Report contains recommendations for changes in the governance structure of the State Bar. This agenda item places before the Board of Trustees for approval a change in Board committee structure and charters. It also places before the Board of Trustees for approval proposed amendments to Tab

2.6 of the Board Book. Proposed changes to Tab 2.6 include: Task Force recommendations, a separate recommendation to expand the scope of the Audit Committee, and general clean up.

Upon motion made, seconded and unanimously adopted, it was

RESOLVED, that the Board of Trustees adopts the following changes to the current Board committee structure pursuant to the recommendations of the 2017 Governance in the Public Interest Task Force: Retain the Audit Committee, the Regulation and Discipline Committee and the Executive Committee; Eliminate the Admissions and Education Committee, the Planning and Budget Committee and the Stakeholders, Access to Justice and Appointments Committee; Establish the Finance and Planning Committee, and a (tentatively named) Programs Committee for non-RAD related program oversight work;

RESOLVED, that the Board of Trustees approves the new Board committee charters, contained in an appendix to the agenda item, in implementation of the recommendations of the 2017 Governance in the Public Interest Task Force and in implementation of a separate recommendation to expand the scope of the Audit Committee charter;

FURTHER RESOLVED, that the Board of Trustees approves revisions to the Board Book, Tab 2.6, as presented to the Board this day and as contained in an appendix to the agenda item, and relocating the historical notes to a separate end-note section of the Board Book.

All members listed on the slip voted yes.

702 2017-2018 Meeting Schedule Additions

Trustee Colantuono noted that the proposed calendar additions were posted with the online agenda and would be adopted on September 7.

The Board adjourned its open session and went into closed at 1:18 PM to consider:

7001 Personnel

Closed pursuant to Government code § 11126 (a)(1) and Business & Professions Code 6026.5 (a)(4)

7002 Collective Bargaining

Closed pursuant to Government code § 11126(c)(17)

Report of Action Taken in Closed Session

Upon motion made, seconded and unanimously adopted, it was

RESOLVED, that the Board of Trustees accepts the resignation as Executive Director of Elizabeth R. Parker, effective September 7, 2017, with her last day of employment to be September 15, 2017; and appoints Chief Operating Officer Leah Wilson to succeed her as Executive Director, effective September 7, 2017; and

FURTHER RESOLVED, that the Board of Trustees, at the request of the President and as authorized by the Board Book at Tab 2.6, Article 1, Section 3 (b), approves the creation of an Ad Hoc Transition Committee to assist in this change of Executive Directors, which Committee will be Chaired by James Fox, with Michael Colantuono as Vice Chair, and include as members Trustees Jason Lee, Alan Steinbrecher and Sean SeLegue, with Elizabeth R. Parker as ex officio; the Committee will be responsible for the activities outlined in the Charter attached hereto as Exhibit A.

All members listed on the slip voted yes, except Stacie Spector who had left the meeting.

The Board of Trustees adjourned its closed session at 3:40 PM.

EXHIBIT A

CHARTER FOR AD HOC TRANSITION COMMITTEE

Created by Resolution of the Board of Trustees, The State Bar of California

August 9, 2017

At its specially scheduled August 9, 2017 meeting, at the request of President James P. Fox, the Board of Trustees of The State Bar of California passed a resolution to create an Ad Hoc Transition Committee, with the members, term and responsibilities as outlined below.

The Ad Hoc Transition Committee will be chaired by James P. Fox, with Michael Colantuono serving as Vice Chair, and members to include Board Trustees Jason Lee, Alan Steinbrecher and Sean SeLegue; Elizabeth Parker will serve in an ex officio capacity.

President Elect Michael Colantuono has indicated his intention to reauthorize the committee with the same membership at the first meeting of the 2017-2018 Board on September 7, 2017. He will request that the term of the Ad Hoc Committee continue until February 2018.

The purpose of the Ad Hoc Transition Committee is to support the transition to a new Executive Director, Leah Wilson, who will replace Elizabeth Parker on September 7, 2017. The duties of the Committee will include, but not be limited to, the following:

- Negotiate a contract for the new Executive Director, to be presented to the Board for its approval on September 6, 2017;
- Assist the new Executive Director in developing a 90 day transition plan, with specific goals and objectives, which will be presented to the Board on September;
- Consult with the new Executive Director in developing and implementing a new management organizational structure; and
- Generally oversee and monitor the progress of the leadership transition.

The Committee will report its progress to the Board at regularly scheduled meetings.